

EXHIBIT C

From: Kyle Roche <kyle@rcfllp.com>
Sent: Wednesday, September 1, 2021 9:52 AM
To: Hurley, Mitchell <mhurley@AkinGump.com>
Cc: Velvel Freedman <vel@rcfllp.com>; Peter Bach-y-Rita <peter.bachyrita@gmail.com>; Daniel Stone <dstone@rcfllp.com>; Chen, Michael <mchen@akingump.com>
Subject: Re: Jason Stone and KeyFi v. Celsius

****EXTERNAL Email****

Dear Mr. Hurley:

Jason Stone and KeyFi, Inc. have retained Roche Freedman LLP to pursue claims against Celsius Network Limited for breach of contract, breach of fiduciary duty, negligent misrepresentation, fraudulent inducement, promissory estoppel, and unjust enrichment. Please carefully review the attached litigation hold notice as well as the complaint my clients intend to file against Celsius Network Limited and Celsius KeyFi LLC.

While we are prepared to file this action, we understand you've had discussions with prior counsel to Mr. Stone and KeyFi, and our clients remain interested in attempting to resolve this matter absent litigation. To that end, my clients are hereby invoking the Audit provisions of Section 7.4 of the Asset Purchase Agreement (the "APA"). Please confirm you will make your clients' books and records available to us within 14 days so that we can conduct the Audit as required by the APA.

Furthermore, if the parties are to engage in good faith discussion to resolve this matter, and Mr. Stone and KeyFi are to hold off on filing claims, we will need the following assurances/agreements:

1. The parties execute a standstill and tolling agreement.
2. Celsius KeyFi cooperates with the Audit that's been invoked by Stone and KeyFi.
3. Celsius KeyFi agrees to bear the costs of the Audit pursuant Section 7.4(b)(v) of the APA.
4. The parties agree they will attend mediation, in person and with a mutually agreed upon mediator, 30-days after the Audit's completion.

We recommend a call on Friday to discuss this proposal. I am available anytime Friday after 12:00 EST.

Best,

Kyle Roche
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